

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

IN RE THE CHEMOURS COMPANY STOCKHOLDER DERIVATIVE LITIGATION	Lead C.A. No.: 1:20-cv-00989-CFC
This Document Relates To:	(Consolidated with C.A. No. 1:20-cv-00995-CFC)
ALL ACTIONS.	

**STIPULATION AND [PROPOSED] ORDER TO STAY
THE DERIVATIVE ACTION**

WHEREAS, on August 14, 2020, the Court consolidated two stockholder derivative actions filed by plaintiffs Brason Lee and Lesley Savage (collectively, the "Plaintiffs") against the Individual Defendants,¹ current and former directors and officers of nominal defendant The Chemours Company ("Chemours" or the "Company," and together with the Individual Defendants, the "Defendants"), titled *In Re The Chemours Company Stockholder Derivative Litigation*, Lead C.A. No. 1:20-cv-00989-CFC (the "Derivative Action");

WHEREAS, a factually related securities class action is pending in this Court, captioned *In re The Chemours Company Securities Litigation*, No. 1:19-cv-01911-CFC (D. Del.) (the "Securities Action");

WHEREAS, on August 24, 2020, the defendants in the Securities Action filed a motion to dismiss, and the briefing on that motion is expected to be concluded on or about December 21, 2020;

¹ "Individual Defendants" refer to Mark P. Vergnano, Mark E. Newman, Richard H. Brown, Curtis V. Anastasio, Bradley J. Bell, Mary B. Cranston, Curtis J. Crawford, Dawn L. Farrell, Sean D. Keohane, Erin N. Kane, and Stephen D. Newlin.

WHEREAS, while Plaintiffs believe the Derivative Action has merit independent of and is not dependent on the ultimate outcome of the Securities Action, the parties agree that developments in the Securities Action could have important implications for the efficient prosecution of the Derivative Action; and

WHEREAS, the parties agree that the interests of efficient and effective case management and conserving judicial and litigant resources would be served by temporarily staying the Derivative Action until the resolution of the motion to dismiss pending in the Securities Action, on the terms set forth herein;

IT IS HEREBY STIPULATED AND AGREED, by the parties hereto, through their undersigned counsel, subject to the approval of the Court, as follows:

1. All proceedings in this Derivative Action shall be stayed pending disposition of the motion to dismiss filed in the Securities Action. The stay will terminate once that motion, or any subsequent motion to dismiss an amendment complaint, is decided.

2. Any party may terminate the stay by providing ten (10) days' written notice to all counsel of record via e-mail that they no longer consent to the voluntary stay of this Derivative Action.

3. Within thirty (30) days of the termination of the stay, the parties will meet and confer regarding case management and file a proposed schedule governing future proceedings.

4. Chemours will promptly notify Plaintiffs' counsel of any related derivative action. Chemours will promptly notify Plaintiffs' counsel if any related derivative action is not stayed on terms similar to the stay of this action.

5. If any mediation or settlement discussions occur between or among the parties to the Securities Action or any related plenary derivative action, Chemours will advise Plaintiffs.

6. Plaintiffs shall be permitted to file an amended complaint during the pendency of the stay. Defendants shall be under no obligation to respond to any complaint during the pendency of the stay.

7. If the stay is lifted, neither Chemours nor any individual defendant will move to stay this action in deference to any other related derivative action.

8. Nothing in this Stipulation shall be deemed to waive any rights, arguments, defenses, or positions with respect to any further proceedings in this action and the Parties reserve all such rights, arguments, defenses, and positions.

Dated: September 14, 2020

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*Lead and Liaison Counsel for Plaintiffs and
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Dated: September 14, 2020

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and The Chemours Company*

IT IS SO ORDERED.

DATED:

HONORABLE COLM F. CONNOLLY
UNITED STATES DISTRICT COURT